

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P600000819647

Carlos Gask/bando Photography, Inc.

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-05/19/00--01024--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input type="checkbox"/>            | LTD Partnership File           |                      |
| <input type="checkbox"/>            | Foreign Corp. File             |                      |
| <input type="checkbox"/>            | L.C. File                      |                      |
| <input type="checkbox"/>            | Fictitious Name File           |                      |
| <input type="checkbox"/>            | Trade/Service Mark             |                      |
| <input type="checkbox"/>            | Merger File                    |                      |
| <input type="checkbox"/>            | Art. of Amend. File            |                      |
| <input type="checkbox"/>            | RA Resignation                 |                      |
| <input type="checkbox"/>            | Dissolution / Withdrawal       |                      |
| <input type="checkbox"/>            | Annual Report / Reinstatement  |                      |
| <input checked="" type="checkbox"/> | Cert. Copy                     |                      |
| <input type="checkbox"/>            | Photo Copy                     |                      |
| <input type="checkbox"/>            | Certificate of Good Standing   |                      |
| <input type="checkbox"/>            | Certificate of Status          |                      |
| <input type="checkbox"/>            | Certificate of Fictitious Name |                      |
| <input type="checkbox"/>            | Corp Record Search             |                      |
| <input type="checkbox"/>            | Officer Search                 |                      |
| <input type="checkbox"/>            | Fictitious Search              |                      |
| <input type="checkbox"/>            | Fictitious Owner Search        |                      |
| <input type="checkbox"/>            | Vehicle Search                 |                      |
| <input type="checkbox"/>            | Driving Record                 |                      |
| <input type="checkbox"/>            | UCC 1 or 3 File                |                      |
| <input type="checkbox"/>            | UCC 11 Search                  | T. SMITH MAY 19 2000 |
| <input type="checkbox"/>            | UCC 11 Retrieval               |                      |
| <input type="checkbox"/>            | Courier                        |                      |

FILED  
00 MAY 19 PM 12:03  
RECEIVED  
00 MAY 19 AM 10:27  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature

Requested by: CM 5/19 9:20

Name Date Time

Walk-In Will Pick Up

ARTICLES OF INCORPORATION  
OF  
CARLOS GASTELBONDO PHOTOGRAPHY, INC.

FILED  
00 MAY 19 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be CARLOS GASTELBONDO PHOTOGRAPHY, INC.

II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this Corporation, it is expressly declared and provided that this Corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

IV

The amount of capital with which this Corporation shall begin business shall be \$100.00.

V

The existence of this Corporation shall be perpetual.

V-a

The principal office and/or the mailing address for this Corporation is:

16751 NW 12 STREET  
Pembroke Pines, FL 33028

VI

The street address of the initial registered office of this Corporation in the State of Florida shall be 16751 NW 12 Street, Pembroke Pines, FL 33028. The name of the initial registered agent of the corporation at that address is Mr. Carlos Gastelbondo.

## VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and addresses of the initial director of this Corporation is:

Mr. Carlos Gastelbondo  
16751 NW 12 Street  
Pembroke Pines, FL 33028

## VIII

The name and address of the person signing these Articles of Incorporation is:

Mr. Carlos Gastelbondo  
16751 NW 12 Street  
Pembroke Pines, FL 33028

## IX

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

## X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

## XI

The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XII

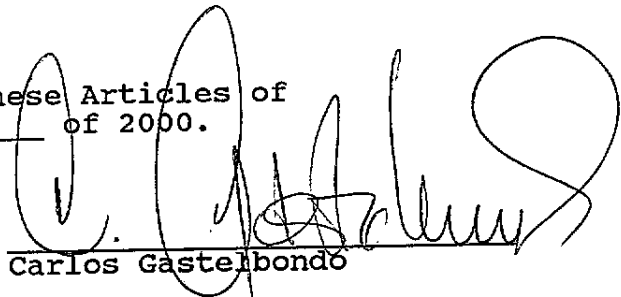
In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above states, this corporation shall have all and singular the following powers:

(a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

(b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

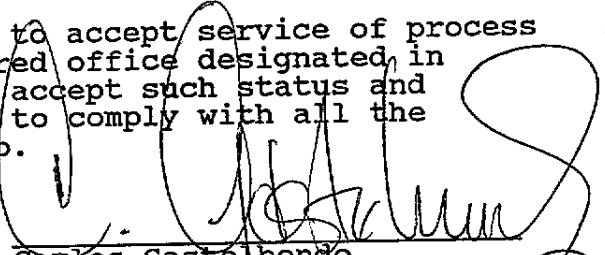
(c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

The undersigned subscriber has executed these Articles of Incorporation this 15 th day of MAY of 2000.

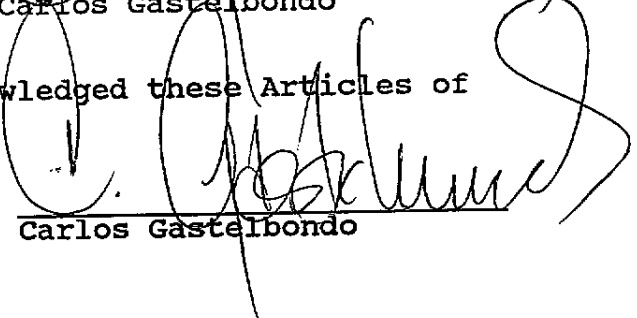
  
Carlos Gastelbondo

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
Carlos Gastelbondo

I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

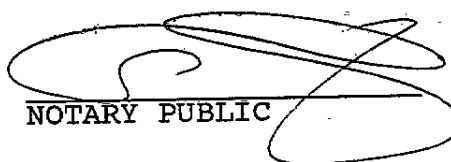
  
Carlos Gastelbondo

STATE OF FLORIDA)  
COUNTY OF BROWARD)

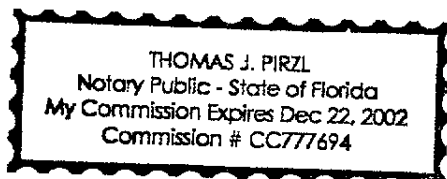
I hereby certify that on this day personally appeared: Carlos  
Gastelbondo well known to be the same described in and who  
executed these Articles of Incorporation, and acknowledged the  
Articles to be the act and deed of the subscriber(s) and that the  
facts set forth therein are true.

WITNESS my hand and seal at  
Broward County, Florida, this  
15 day of May, 2000.

My Commission Expires: 12-22-02

  
NOTARY PUBLIC

Seal



FILED  
00 MAY 19 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA